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COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use

[] [] [] []

2223106

Name of company

* SHADOWGRADE DEVELOPMENTS LIMITED

* insert full
name of CompanyI, JOHN. G. W. FAKE
of Alpha Searches & Formations Limited,
50, Old Street,
LONDON EC1V 9AQ.† delete as
appropriate

I do solemnly and sincerely declare that I am a ~~[Genuine]~~ engaged in the formation of the company,†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 50, OLD STREET,
LONDON, EC1V. 9AQ.

Declarant to sign below

the 1st day of February
One thousand nine hundred and 88.
before me C. From*John Fake*

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presentor's name address and
reference (if any):**ALPHA SEARCHES & FORMATIONS LTD.**
50 OLD STREET, LONDON, EC1V 9AQFor official Use
New Companies Section

Post room

9 FEB 1988
GANCE

G**COMPANIES FORM No. 10****Statement of first directors
and secretary and intended
situation of registered office****10**

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

* Insert full name
of company

Name of company

* **SHADOWGRADE DEVELOPMENTS LIMITED**

The intended situation of the registered office of the company on incorporation is as stated below

ALPHA SEARCHES & FORMATIONS LIMITED	
50 OLD STREET, LONDON, EC1V 9AQ	
Postcode	

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

Postcode	

Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):

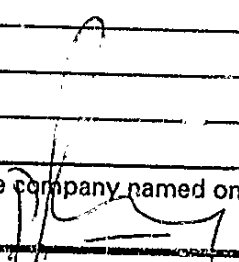
For official Use
General Section

Post room

19 FEB 1988

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) DAVID PABET		Business occupation Co Recr At
Previous name(s) (note 3)		Nationality ENGLISH
Address (note 4) 11111111111111111111		Date of birth (where applicable) (note 6)
Postcode 11111111		
Other directorships †		
I consent to act as director of the company named on page 1		
Signature 		Date 1.2.88.

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
Postcode		
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
Postcode		
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold black lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		John Fake	
Previous name(s) (note 3)			
Address (notes 4 & 7)		Alpha Searches & Formations Limited,	
		50, Old Street,	
LONDON		Postcode	EC1V 9AQ
I consent to act as secretary of the company named on page 1			
Signature		Date 1.2.88.	

Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date	

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers		Date
---	--	------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

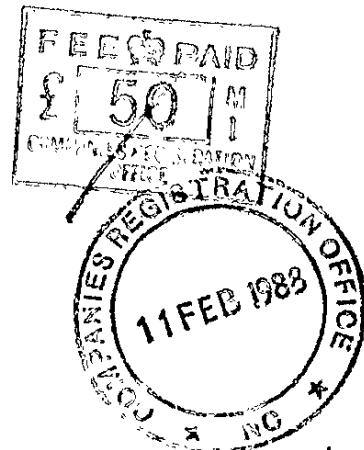
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

~~SHADOWGRADE DEVELOPMENTS LIMITED~~



222 3106

1. The name of the Company is: ~~SHADOWGRADE DEVELOPMENTS LIMITED~~.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - (a) To carry on business as representatives, agents, factors, distributors, importers, exporters, manufacturers and wholesale and retail dealers, mail order specialists, for or on behalf of any individual, company or firm or other body or as principals in and about every kind of marketable product, process, materials and services of whatever description and for these purposes to act as representatives and to negotiate and handle contracts and agreements of all kinds for any individual, company, firm, association, authority, organisation or other body in any part of the world and for any purpose whatever.
 - (b) To tender for and to place contracts, investments and other rights; to act for and to provide all kinds of services, agencies and consultancies to all or any parties or prospective parties to any contract or other agreement and to carry on business as advertising and publicity agents, sales promoters, merchandising agents, warehousemen, storers, packers, custom house brokers, shipping and forwarding agents, clearing agents, wharfingers, insurance brokers, carriers, hauliers and providers of all kinds of facilities in connection with or ancillary to any of the above businesses and all other businesses at the discretion of the Directors.
 - (c) To buy, sell, import, manufacture, export and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise, and to act as agents for all purposes.

9 FEB 1988
£1000 + 20
637052

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED
DATE 11/11/00 BY 60322 UCBAW

- (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Board of Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's businesses or any of them.
- (g) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (h) To buy, sell, export, import, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.

- (k) To act as agents or brokers for any person, firm or company and to undertake and perform sub-contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.
- (l) To apply for, register, purchase or by any means acquire and protect and prolong and renew any trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.
- (m) To sell, let, license, develop, improve or otherwise deal with the undertaking of all or any part of the property or assets of the Company, upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests, in any other company.
- (n) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property both present and future including its uncalled capital and to re-issue any debentures at any time paid off.
- (o) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (p) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds whenever considered desirable and to guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company or by both such methods, the performance of any contract or obligation of any person, firm or company whatsoever.
- (q) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.

- (s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce and products of the Company or use its services and for any other purpose calculated to enhance the Company's business.
- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (v) To grant pensions to employees and ex-employees and Directors and ex-Directors or other Officers of the Company, their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons, and to subscribe to and assist any charitable association and assist in the promotion thereof.
- (w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.
- (x) To distribute any property of the Company in specie among the members of the Company.
- (y) To procure the Company to be registered or recognised in any part of the World.
- (z) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

- 4. The liability of the Members is limited.
- 5. The Share Capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each, each with power to increase or to divide the shares in the capital for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

We the persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and
description of subscribers

Shares taken
by each subscriber.

JOHN G.W. FAKE,
50, Old Street,
London,
EC1V.9AQ.



ONE.

Company Director.

DAVID PARRY,
50, Old Street,
London,
EC1V.9AQ.



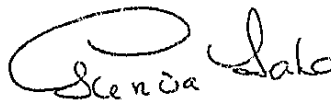
ONE.

Company Registration Agent.

Dated: 1.1.88

Witness to the above signatures:

GLENDA M. FAKE,
50, Old Street,
London,
EC1V.9AQ.



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

SHADOWGRADE DEVELOPMENTS LIMITED.

PRELIMINARY

1. The Company is a Private Company within the meaning of Section 1(3) of the Companies Act 1985. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public. Subject as hereinafter provided the Regulations set out in Table 'A' in the Companies (Tables A to F) Regulations 1985 shall apply to this Company.
2. The following Articles of Table 'A' shall not apply to this Company, videlicet:- 24, 40, 46, 50, 81, 94, 73, 74, 75 and the last sentence of Article 79.

SHARES

3. The Directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of the entire amount of the original share capital of the Company. The members of the Company shall have power from time to time by Ordinary Resolution to renew or revoke the Directors exercise of the Company's power to allot, grant options over or otherwise dispose of any shares in the capital of the Company but no authority for the Directors to allot, grant options over or otherwise dispose of shares shall be valid for more than five years from the date of passing the members' resolution to which it relates.

- 4.(a) Sections 89(1), 90(1) to (5) and Section 90(6) of the Companies Act 1985 shall not apply in relation to the issue of any equity securities by the Company but in substitution therefor the provisions of sub-paragraph (b) of this Article shall apply.
- (b) Save as otherwise directed by the Company in General Meeting any new shares from time to time to be created shall before they are issued be offered to the members in proportion as nearly as possible to the number of shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the Directors who may allot, grant options over, or otherwise dispose of the same to such persons at such time and on such terms as they think proper.
5. Subject to the provisions of the Companies Act 1985 including Sections 159 and 171 thereof the Company shall have power to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms as may be provided by the resolution of the Company creating such redeemable shares.
6. Subject to the provisions of the Companies Act 1985 including Sections 162 and 171 to 175 thereof the Company may purchase its own shares including any redeemable shares.

LIEN

7. The lien conferred by Article 8 in Table 'A' shall also attach to fully paid up shares and dividends and to all shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or one of two or more joint holders thereof.

TRANSFER OF SHARES

8. A Member desiring to transfer shares other than to the Company pursuant to Article 6 hereof shall give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the Member giving such notice may dispose of such shares or any of them to Members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within twenty-eight days of the date of the said notice the Directors are unable to find a Member or Members willing to purchase all such shares on such conditions the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefor decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS

9. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any Member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll shall be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS

10. Article 64 of Table A shall apply, with the exception of the words "but shall not be less than two", and accordingly there may be a sole Director. If and so

long as there is a sole Director, such Director may act alone in exercising all the powers and authorities by Table A or these Articles vested in the Directors generally. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company pursuant to Section 10(2) of the Companies Act 1985 and deemed to be appointed Directors accordingly. No Director shall be subject to retirement by rotation.

11. The Company shall not be subject to Section 293 of the Companies Act 1985 and accordingly any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
12. In the case of an equality of votes at any Directors Meeting, the Chairman of the Meeting shall not have a second or casting vote and Article 88 of Table A shall be modified accordingly.
13. Subject to the provisions of Section 317 of the Companies Act 1985 a Director may contract with the Company and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY

14. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered under Section 10(2) of the Companies Act 1985 and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS

15. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in

excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking, property or uncalled capital, or any part thereof and subject to Section 80 of the Companies Act 1985 to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

16. Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

INDEMNITY

17. Subject to Section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in Clause 118 of Table 'A' every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

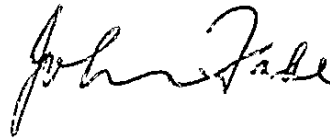
DISQUALIFICATION OF DIRECTORS

18. The office of a Director shall be vacated:
- (1) If by notice in writing to the Company he resigns the office of Director.

- (2) If he ceases to be a Director by virtue of Section 291 of the Companies Act 1985.
- (3) If he becomes bankrupt or insolvent or enters into any arrangements with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under Sections 296 to 300 of the Companies Act 1985.
- (6) If he is removed from office by a resolution duly passed under Section 303 of the Companies Act 1985.

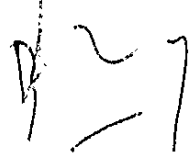
Names, Addresses and Descriptions of the Subscribers

JOHN G.W. FAKE,
50, Old Street,
London,
EC1V.9AQ.



Company Director.

DAVID PARRY,
50, Old Street,
London,
EC1V.9AQ.

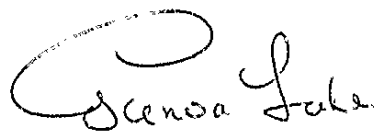


Company Registration Agent.

Dated: 1.1.88

Witness to the above signatures:

GLEND A M. FAKE,
50, Old Street,
London,
EC1V.9AQ.



FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2223106

I hereby certify that

SHADOWGRADE DEVELOPMENTS LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 19 FEBRUARY 1988

F. A. Joseph.

F. A. JOSEPH

an authorised officer

COMPANY NUMBER: 2223106

THE COMPANIES ACT 1985.

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION OF

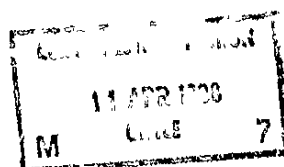
SHADOWCREAT DEVELOPMENTS LIMITED.

Passed: 22.3.88

At an extraordinary General Meeting of the above-named Company duly convened and held at 50, Old Street, London, EC1V. 9AQ, the subjoined special resolution was duly passed:-

It was resolved that the main objects clauses 3a, b & c of the Memorandum of Association be substituted by clauses 3a, b & c as contained in the copy herewith and signed for the purposes of identification by the Chairman of the Meeting.

Signature.......... (Director / Secretary)



To be signed by the Chairman, a Director or Secretary of the Company.

CERTIFIED TRUE COPY

THE COMPANIES ACT 1985

[Signature]

DIRECTOR/SECRETARY

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

SHADOWGRADE DEVELOPMENTS LIMITED

1. The name of the Company is: SHADOWGRADE DEVELOPMENTS LIMITED
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - (a) To carry on business as property developers and to acquire by purchase, lease, licence or exchange any land or buildings, to carry out building and conversion works thereto and to sell the same to the profit of the Company or to let out the same on lease or tenancy and to act as finance and mortgage brokers, estate agents, accommodation and flat agents, builders and dealers in building materials of all kinds.
 - (b) To carry on business as property managers, consultants, advisers on and organisers of all property development schemes, to act as managing agents for blocks of flats and residential properties, housing estates and developments, to act as managers, consultants and advisers on all matters relating to their administration and operation and to enter into contracts in relation thereto; to undertake all services regarding the management of such properties and also office and factory premises, stores, shops and shopping precincts and development areas generally, including rent collection and insurance services.
 - (c) To carry on business as a holding and investment company and to hold all kinds of land and property, securities, shares, stocks, bonds, debenture stock, life and insurance policies, rights, privileges, leases, underleases and all types of real and personal property and to invest money in all forms of land, buildings and businesses whether in the United Kingdom or abroad.

**Notice of accounting reference date**
(to be delivered within 6 months of incorporation)Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

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2223106

Name of company

* Insert full name
of company

* SHADOWGRADE DEVELOPMENTS LIMITED

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3	1	0	5
---	---	---	---

5 April
Day Month

0	5	0	4
---	---	---	---

30 June
Day Month

3	0	0	6
---	---	---	---

31 December
Day Month

3	1	1	2
---	---	---	---

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation‡

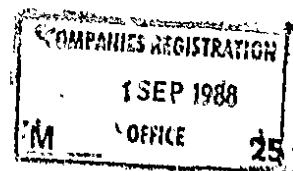
Company
SECRETARY

Date

30 August 1988

Presentor's name address and
reference (if any):MESSRS TARRANTS
SPRINGHILL
WIDDINGTON
NR SAFFRON WALDEN
ESSEX
CB11 3SA
JT/LMCFor official Use
General Section

Post room



MacIntyre Hudson Group

Ashley House, 18/20 George Street
Richmond Surrey TW9 1FD
Telephone (081) 940 6020
Fax (081) 940 8040
DX 100255 Richmond 2



MACINTYRE HUDSON
CHARTERED ACCOUNTANTS

Shadowgrade Developments Limited
1c Royal Parade
Station Approach
Kew
Richmond
Surrey TW9 3QD

12 August 1994

Our Ref: GRW/KLC/75658

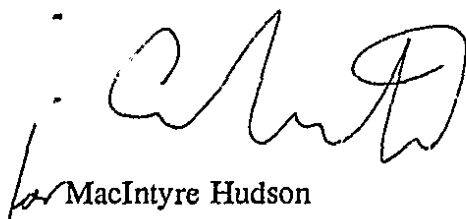
Dear Sirs

We hereby tender our resignation as auditors of Shadowgrade Developments Limited with effect from 12 August 1994.

In accordance with section 394 of the Companies Act 1985 we confirm that there are no circumstances connected with our resignation which we consider should be brought to the attention of members or creditors of the company.

We also confirm that a copy of this letter will be filed with the Registrar of Companies within fourteen days hereof.

Yours faithfully



for MacIntyre Hudson

